

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

WASHINGTON)
) ss:
DISTRICT OF COLUMBIA)

Paul F. Forshay, being duly sworn, deposes and says:

1. I am a principal of Sutherland Asbill & Brennan LLP ("SAB") which firm maintains offices at 1275 Pennsylvania Avenue, NW, Washington, DC 20004-2415.

2. Neither I, SAB, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. SAB has represented and advised the Debtors in federal and state energy regulatory matters.

4. The Debtors have requested, and SAB has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters.

5. SAB's current fees arrangement is work billed at standard hourly fees plus out-of-pocket expenses.

6. Except as set forth herein, no promises have been received by SAB or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. SAB has no agreement with any entity to share with such entity any compensation received by SAB.

8. SAB and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. SAB does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, SAB, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which SAB is to be engaged.

10. The foregoing constitutes the statement of SAB pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

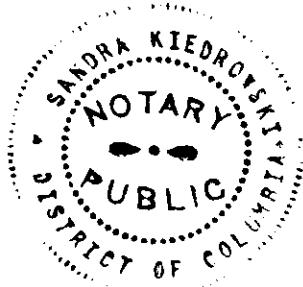
FURTHER AFFIANT SAYETH NOT

Paul F. Forshay
Paul F. Forshay

Subscribed and sworn before me
this 14 day of May, 2007

Sandra Kiedrowski
Notary Public

My Commission Expires April 14, 2009



CERTIFICATE OF SERVICE

Paul F. Forshay, Attorney, hereby certifies that on May 4, 2007, served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, MI 48098

Skadden, Arps, Slate, Meagher & Flom
Attention: John W. Butler, Jr., Esq.
333 West Wacker Drive
Suite 2100
Chicago, IL 60606

United States Trustee
Attention: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, N.Y. 10044

Delphi Corporation
Attention: John D. Sheehan, Esq.
Vice President & Chief Restructuring Officer
5725 Delphi Drive
Troy, MI 48098

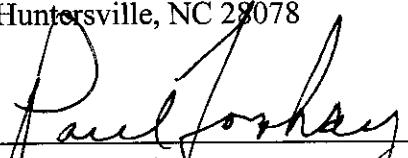
Dated: May 4, 2007

Latham & Watkins
Attention: Mark A. Broude, Esq.
885 Third Avenue
New York, N.Y. 10022

Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, N.Y. 10017

Davis Polk & Wardwell
Attention: Donald Bernstein, Esq. and
Brian Resnick, Esq.
450 Lexington Avenue
New York, N.Y. 10017

GE Plastics, Americas
Attention: Valeria Venable
Credit Manager
9930 Kincey Avenue
Huntersville, NC 28078



Paul F. Forshay
Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 2004-2415
P: (202) 383-0100
F: (202) 637-3593

Subscribed and sworn before me
this 4 day of May, 2007

Sandra Kiedrowski
Notary Public

